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8 *Attorneys for Nominal Defendant NVIDIA Corporation*

9 UNITED STATES DISTRICT COURT
10 NORTHERN DISTRICT OF CALIFORNIA
11 OAKLAND DIVISION
12

13 In Re NVIDIA CORP. DERIVATIVE
LITIGATION

Master File No. C-06-06110-SBA (JCS)

14
15 This Document Relates To:

**STIPULATION AND [PROPOSED]
ORDER REGARDING BRIEFING
SCHEDULE**

16 ALL ACTIONS
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1 This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant
2 NVIDIA Corp. ("NVIDIA"), and the individuals named as defendants in this action, through their
3 attorneys of record.

4 WHEREAS, this derivative case is proceeding in parallel with two other derivative cases
5 – one in the Delaware Chancery Court and the other in Santa Clara – involving NVIDIA's stock
6 options;

7 WHEREAS, NVIDIA and the plaintiffs in all three derivative options cases (Delaware
8 Chancery, Santa Clara Superior, and Northern District of California) recently agreed to resume
9 global settlement discussions and agreed to participate in a formal mediation session before Judge
10 Infante;

11 WHEREAS, May 22, 2008 has been reserved with Judge Infante as the date for the
12 mediation session;

13 WHEREAS, the deadlines set forth in the parties' prior Stipulation and Court Order
14 required defendants to file motions to dismiss by May 13, 2008, plaintiffs to file their opposition
15 by July 8, 2008, and defendants to file their reply by August 26, 2008;

16 WHEREAS, the hearing on defendants' motions to dismiss is set on the Court's calendar
17 for September 9, 2008;

18 WHEREAS, on April 23, 2008, this Court entered an Order denying without prejudice
19 plaintiff's Motion to Seal Portions of the Second Amended Complaint [Docket No. 132];

20 WHEREAS, plaintiffs have retrieved the sealed Second Amended Complaint from the
21 Court's clerk;

22 WHEREAS, in light of the pending mediation, and in the interests of conserving party and
23 Court resources, the parties mutually agree and seek the Court's approval to postpone further
24 motion activity until after the mediation session with Judge Infante;

25 WHEREAS, in light of the September 9, 2008 hearing date for motions to dismiss, the
26 parties can accomplish these efficiency goals without disturbing the hearing date and thus without
27 delaying the action.

WHEREFORE, IT IS STIPULATED AND AGREED that:

1. If the case does not settle at or after the upcoming mediation, plaintiffs will re-submit to the Court their Second Amended Complaint on or before June 2, 2008.
2. The parties will meet and confer regarding the Court's April 23, 2008 order denying plaintiff's Administrative Motion to Seal Portions of the Second Amended Complaint and, if necessary, plaintiff will file a renewed administrative motion on or before June 2, 2008.
3. Defendants will file their motions to dismiss on or before June 23, 2008.
4. Plaintiffs will file their opposition briefs on or before August 4, 2008.
5. Defendants will file their reply briefs or before August 25, 2008.
6. The hearing on defendants' motion to dismiss will remain as currently scheduled for September 9, 2008.

DATED: May 2, 2008

Respectfully Submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP
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1 *I, James N. Kramer, am the ECF user whose ID and password are being used to file this*
2 *Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance*
3 *with General Order 45, X.B., I hereby attest that Travis E. Downs III has concurred in this filing.*

4 DATED: May 2, 2008

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27 Attorneys for Co-Lead Plaintiffs

I, James N. Kramer, am the ECF user whose ID and password are being used to file this Stipulation and [Proposed] Order Regarding Hearing Date for Plaintiffs' Motion. In compliance with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.

DATED: May 2, 2008

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Attorneys for Defendant Christine B. Hoberg

* * *

ORDER

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY ORDERED that:

1. If the case does not settle at or after the upcoming mediation, plaintiffs shall re-submit to the Court their Second Amended Complaint on or before June 2, 2008.
2. The parties shall meet and confer regarding the Court's April 23, 2008 order denying plaintiff's Administrative Motion to Seal Portions of the Second Amended Complaint and, if necessary, plaintiff will file a renewed administrative motion on or before June 2, 2008.
3. Defendants shall file their motions to dismiss on or before June 23, 2008.
4. Plaintiffs shall file their opposition briefs on or before August 4, 2008.
5. Defendants shall file their reply briefs or before August 25, 2008.
6. When Defendants file their motions to dismiss, defendants shall set a hearing for their motions for September 9, 2008 or the next subsequently available hearing date on the Court's calendar.

IT IS SO ORDERED.

DATED: 5/7/08



THE HONORABLE SAUNDRA B. ARMSTRONG
UNITED STATES DISTRICT COURT JUDGE